

University Council

Charter

Purpose

This Charter sets out the membership, functions and responsibilities of the University's Council.

Principles

The *Federation University Australia Act 2010* (Vic) ("the Act") provides that the Council shall have the general direction and superintendence of Federation University Australia ("the University"). The Act sets out the Council's primary functions and responsibilities: see also the *Federation University Australia Statute 2021*.

Functions and responsibilities

The functions of the Council include:

- ensuring that the University complies with the good governance principles set out in the *Tertiary Education Quality and Standards Agency Act 2011* (Cth), the Higher Education Standards Framework 2021, the *National Vocational Education and Training Regulator Act 2011* (Cth) and the University Chancellors Committee's Voluntary Code of Best Practice for Australian Universities;
- ensuring University compliance with all other relevant legislation, statutes, regulations and requirements;
- shaping the strategic direction of the University including the development of its Strategic Plan and approving the University's strategic objectives and key performance indicators;
- appointing the Chancellor and Vice-Chancellor and President of the University and monitoring the performance of the Vice-Chancellor and President;
- appointing the Chairs and members of the Council's Standing Committees and Subcommittees;
- monitoring the performance of Council and its Committees and Subcommittees against their terms of reference;
- overseeing academic¹ leadership and governance and promoting quality in higher education, vocational and education training and research;
- awarding higher education qualifications on the recommendation of the Academic Board;
- overseeing the effective and prudent management and operation of the University;
- approving and monitoring significant University strategic and commercial activities;
- approving the University's annual budget and ensuring that institutional financial viability is maintained;
- approving and monitoring the University's risk frameworks and its systems of controls and accountability;
- approving policy and procedural principles consistent with legal requirements and community expectations; and
- maintaining an institutional environment in which academic freedom and freedom of speech are protected; inclusion, equity and diversity are promoted; participation by Aboriginal and Torres Strait Islander peoples is fostered; and staff and student voices are supported inclusively in decision-making and governance.

Delegations

The Act provides that the Council may delegate its powers or functions in certain circumstances.

Council's delegations are recorded in a register of delegations which is available on the University's website.

Urgent matters

The University's Governance and Strategy Committee may resolve urgent matters on behalf of the Council. The deliberations of the Governance and Strategy Committee are scrutinised by Council and any decisions made by the Committee on behalf of Council are subject to ratification by the Council.

¹ In this Charter the word "academic" means and includes higher education, vocational and educational training and research programs.

Membership

The Act determines the composition of the Council and the terms of its members. The Council comprises:

- three ex officio members, the Chancellor (Chair), the Vice-Chancellor and the Academic Board chair;
- at least four Government-appointed members;
- a number of Council-appointed members equal to the number of Government-appointed members; and
- two or more elected members (one staff member and one student).

Collectively Council members must possess the knowledge, experience and expertise which are necessary for the appropriate, effective and efficient governance of the University².

Role of Council members

In exercising their functions and powers, Council members must:

- act in good faith, honestly and for proper purposes;
- exercise reasonable skill, appropriate care and diligence;
- avoid all conflicts of interest;
- keep confidential all discussions, deliberations and decisions of the Council; and
- demonstrate the Living Values of Inclusion, Innovation, Excellence, Empowerment and Collaboration.

Meetings and proceedings of Council

The Council will meet as required, and at least five (5) times per year, according to a meeting schedule determined annually in advance. The University Secretary will act as secretary for the Council.

A Council Strategic Planning Workshop will be convened once each year; a joint sitting of the Council and the Academic Board may be convened each year.

A quorum will comprise half the number of Council members.

Meeting papers and record of meetings

Council papers will be prepared according to an approved template and guidelines which are available from the University Secretary and will be circulated at least five business days before the relevant scheduled meeting.

Minutes of Council meetings, Standing Committees and subcommittees and the Academic Board and its subcommittees will be kept according to best practice minute-taking (such as that prescribed by the Australian Institute of Company Directors and the Australian Institute of Governance). Following preliminary approval by the Chair, the University Secretary will circulate draft minutes to Council members within two weeks of each meeting.

Council Committees

To support the Council in discharging its functions the Council has established the Academic Board and its subcommittees and also the following Standing Committees:

- Governance and Strategy Committee: advises Council on strategic and governance matters and may decide urgent matters between Council meetings;
- Audit and Risk Management Committee: advises on risk management and compliance matters;
- Resources Committee: advises on financial and other resources matters;
- Senior Appointments and Remuneration Committee: advises on senior appointments and remuneration matters including the appointment of members to Council;
- Inclusion Committee: monitors and reports on matters of inclusion, equity and diversity.

Council has also established an Investment Management Subcommittee which usually reports to the Resources Committee but may at the request of the Chair report directly to Council.

The Chair of the Academic Board and the Chair of each Standing Committee is a member of Council.

² See 'Principles for Making Recommendations to Council' in the Charter for Senior Appointments and Remuneration Committee

Review

At least once each two (2) years, Council will review:

- its performance, the performance of its members and of Council Standing Committees
- the Council charter and the charters of the Standing Committees.

At least once each seven (7) years, Council will commission an independent review of the effectiveness of the University's corporate and academic governance processes.

The Chancellor is responsible for ensuring that these reviews occur.

Approved: Council 5 December 2023

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Next review due: December 2025